



NorRail, Inc.  
Buying, Selling, Leasing  
Railcars / Locomotives

308 12th Avenue South, Buffalo, Minnesota 55313 • Phone: (612) 557-0215 • Fax: (612) 682-2452

November 1, 1996

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423

18976-GG  
NOV 15 1996 12:46 PM  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two originals of an Amendment No. 1 dated November 4, 1996 to a Partial Release dated as of May 8, 1996 which was recorded as document No. 18976-U on May 13, 1996 at 9:20 AM. The Partial Releases had previously released certain railcars from the Security Agreement dated June 24, 1994 which was filed and recorded with the Interstate Commerce Commission on September 8, 1994 at 3:45 p.m. and was assigned recordation number 18976.

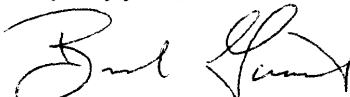
The names and addresses of the parties to the enclosed documents are:

Debtor: NorRail, Inc.  
308 12th Avenue South  
Buffalo, Minnesota 55313  
(612) 557-0215

Secured Party: Norwest Bank Minnesota National Association  
Sixth Street & Marquette Avenue  
Minneapolis, MN 55479

The Amendment No. 1 to Partial Release covers one covered hopper railcar which is identified in the Amendment No. 1. We have also enclosed our check in the amount of \$22.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact me at 612-557-0215.

Very truly yours,

  
Bradley C. Gunstad

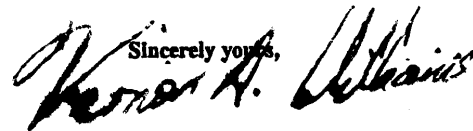
SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20427-0001

11/15/96

Bradley C. Gunstad  
NorRail, Inc.  
308 12th Avenue South  
Buffalo, Minnesota 55313

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/15/96 at 12:50PM, and assigned recordation number(s). 18976-GG, 19740-L and 19740-M.

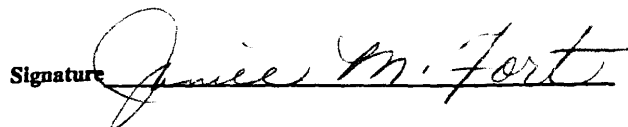
Sincerely yours,  


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 66.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



REC'D NOV - 7 1996

AMENDMENT NO. 1  
TO PARTIAL RELEASE

RECORDATION NO. 18976-GG  
FILED

NOV 15 1996 12:50 PM

This Amendment No. 1 (herein referred to as "Amendment No. 1") is made this ~~4th~~ day of November, 1996, by NORWEST BANK MINNESOTA, NATIONAL ASSOCIATION (herein referred to as "SECURED PARTY") and is made with respect to that certain PARTIAL RELEASE dated May 8, 1996 (herein referred to as the "PARTIAL RELEASE") executed by SECURED PARTY to NorRail, Inc. (herein referred to as "LESSOR").

WHEREAS, SECURED PARTY has heretofore issued the PARTIAL RELEASE to LESSOR;

WHEREAS, PARTIAL RELEASE was recorded with the Surface Transportation Board as document No. 18976-U on May 13, 1996 at 9:20 AM;

WHEREAS, attached as Exhibit A to the PARTIAL RELEASE was a listing of railcars;

WHEREAS, SECURED PARTY desires to amend the PARTIAL RELEASE so as to correct the description of one of the railcars referred to therein.

NOW, THEREFORE:

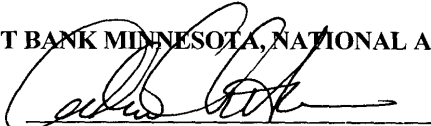
1. The PARTIAL RELEASE shall be amended and restated so as to delete the reference to the railcar described as "Old Car # CR 887676 --- New Car # DME 47182" and to insert in its place the railcar described as "Old Car # CR 889676 -- New Car # DME 47182."

2. Except as expressly provided for in Section 1 of this Amendment No. 1, the PARTIAL RELEASE shall remain in full force and effect.

IN WITNESS WHEREOF, the SECURED PARTY has caused this Amendment No. 1 to be executed by its duly authorized officer as of the date stated above:

NORWEST BANK MINNESOTA, NATIONAL ASSOCIATION

BY:



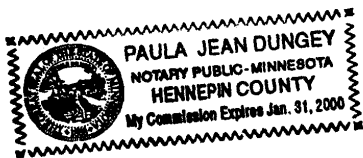
ITS:

VP

STATE OF MINNESOTA, COUNTY OF HENNEPIN, TO WIT:

On this 4th day of November, 1996, before me personally appeared Andrew Christensen, to me personally known, who being by me duly sworn, says that he/she is the Vice President of Norwest Bank Minnesota, National Association, a National Banking Association, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Witness my hand  
and Official Seal:



Paula Jean Dungey  
Notary Public

My Commission expires: 11/31/2000